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OF COUNSEL
URBAN A. LESTER

18216-H-I
J, K

April 10, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of each of the following secondary documents: a Bill of Sale, and an Assignment and Assumption Agreement, both dated as of April 10, 1997, from ACF Industries, Incorporated to American Car Line Company and a Bill of Sale and Assignment and Assumption Agreement, both dated as of April 10, 1997, from American Car Line Company to ACF Industries, Incorporated

The enclosed documents relate to the documents which were previously filed with the Commission and Board under Recordation Number 18216

The names and addresses of the parties to the enclosed documents are

Bill of Sale and
Assignment and Assumption Agreement

Transferor/Assignor.	ACF Industries, Incorporated 620 North Second Street St. Charles, Missouri 63301
Transferee/Assignee	American Car Line Company 100 Clark Street, Suite 300 St. Charles, Missouri 63301

A description of the 977 railcars covered by the above documents is set forth on Annex A attached to each document

APR 10 2 16 PM '97

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SURFACE TRANSPORTATION BOARD
ENCL 3

Counterparts - 1/10/97

Mr. Vernon A Williams
April 10, 1997
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Bill of Sale and
Assignment and Assumption Agreement

Transferor/Assignor:	American Car Line Company 100 Clark Street, Suite 300 St. Charles, Missouri 63301
Transferee/Assignee	ACF Industries, Incorporated 620 North Second Street St. Charles, Missouri 63301

A description of the 405 railcars covered by the above document is set forth on Annex A attached to each document.

Also enclosed is a check in the amount of \$96 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W Alvord

RWA/bg
Enclosures

RECORDATION No. 18216-5

Payable to the
Station 20c

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SURFACE TRANSPORTATION
BOARD

APR 10 2 16 PM '97

BILL OF SALE

KNOW ALL PERSONS BY THESE PRESENTS:

That AMERICAN CAR LINE COMPANY, a Delaware corporation (the "Transferor"), for good and valuable consideration, the receipt of which is hereby acknowledged, effective as of the date hereof, does hereby sell, grant, bargain, convey, assign, transfer, deliver and set over to ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Transferee"), all of the Transferor's right, title and interest in and to the special purpose covered hopper and tank railcars described on Schedule 1 hereto and made a part hereof, together with all accessories, equipment, parts and appurtenances appertaining or attached thereto (the "Equipment").

TO HAVE AND TO HOLD all and singular the Equipment above described to the Transferee, its successors and assigns, forever.

The Transferor hereby warrants to the Transferee and its successors and assigns that, on the date hereof, the Transferor has, and at the time of delivery of the Equipment, the Transferor will have, good and marketable, legal and beneficial title to the Equipment and good and lawful right to sell the Equipment and at the time of delivery, the Equipment will be free and clear of all Liens (as defined in the Asset Transfer Agreement dated as of the date hereof between the Transferee and the Transferor). The Transferor hereby covenants to defend title to the Equipment against demands of all persons whomever based on claims originating prior to the delivery of the Equipment.

THE BILL OF SALE IS DELIVERED BY THE TRANSFEROR TO THE TRANSFEE IN ST. CHARLES, MISSOURI, AND IS GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

IN WITNESS WHEREOF, AMERICAN CAR LINE COMPANY has caused this instrument to be executed by its duly authorized representative as of the 10 day of April, 1997.

AMERICAN CAR LINE COMPANY

By: Umesh Choksi

Name: Umesh Choksi

Title: Assistant Secretary

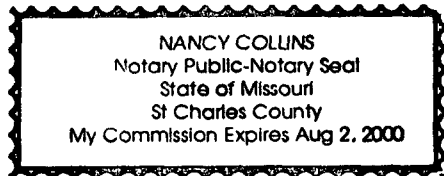
SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex X hereto.

STATE OF MISSOURI)
) ss.:
 COUNTY OF ST. CHARLES)

On this 9th day of April, 1997, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he resides at Chesterfield, Missouri and is Assistant Secretary of American Car Line Company, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Nancy Collins
 Notary Public

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	45061	ACFX	45146	ACFX	45504
ACFX	45062	ACFX	45147	ACFX	45505
ACFX	45063	ACFX	45148	ACFX	45506
ACFX	45064	ACFX	45149	ACFX	45507
ACFX	45065	ACFX	45150	ACFX	45508
ACFX	45066	ACFX	45151	ACFX	45509
ACFX	45067	ACFX	45152	ACFX	45510
ACFX	45068	ACFX	45202	ACFX	45511
ACFX	45069	ACFX	45204	ACFX	45512
ACFX	45070	ACFX	45206	ACFX	45513
ACFX	45073	ACFX	45207	ACFX	45514
ACFX	45074	ACFX	45208	ACFX	45515
ACFX	45075	ACFX	45209	ACFX	45516
ACFX	45076	ACFX	45211	ACFX	45517
ACFX	45077	ACFX	45212	ACFX	45571
ACFX	45078	ACFX	45215	ACFX	45572
ACFX	45079	ACFX	45217	ACFX	45573
ACFX	45080	ACFX	45219	ACFX	45574
ACFX	45081	ACFX	45225	ACFX	45575
ACFX	45082	ACFX	45228	ACFX	45576
ACFX	45083	ACFX	45229	ACFX	45577
ACFX	45084	ACFX	45231	ACFX	45578
ACFX	45085	ACFX	45236	ACFX	45579
ACFX	45086	ACFX	45238	ACFX	45580
ACFX	45087	ACFX	45240	ACFX	45581
ACFX	45120	ACFX	45241	ACFX	45582
ACFX	45121	ACFX	45242	ACFX	45583
ACFX	45122	ACFX	45243	ACFX	45584
ACFX	45123	ACFX	45257	ACFX	45585
ACFX	45124	ACFX	45307	ACFX	45586
ACFX	45126	ACFX	45323	ACFX	45587
ACFX	45127	ACFX	45324	ACFX	45588
ACFX	45128	ACFX	45327	ACFX	45589
ACFX	45129	ACFX	45332	ACFX	45590
ACFX	45130	ACFX	45334	ACFX	45604
ACFX	45131	ACFX	45335	ACFX	45605
ACFX	45132	ACFX	45361	ACFX	45606
ACFX	45133	ACFX	45362	ACFX	45607
ACFX	45134	ACFX	45364	ACFX	45608
ACFX	45135	ACFX	45410	ACFX	45609
ACFX	45136	ACFX	45411	ACFX	45610
ACFX	45137	ACFX	45412	ACFX	45611
ACFX	45138	ACFX	45413	ACFX	45612
ACFX	45139	ACFX	45414	ACFX	45613
ACFX	45140	ACFX	45498	ACFX	45614
ACFX	45141	ACFX	45499	ACFX	45615
ACFX	45142	ACFX	45500	ACFX	45616
ACFX	45143	ACFX	45501	ACFX	45617
ACFX	45144	ACFX	45502	ACFX	45618
ACFX	45145	ACFX	45503	ACFX	45619

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	45620	ACFX	68107	ACFX	68375
ACFX	45621	ACFX	68108	ACFX	68376
ACFX	45622	ACFX	68109	ACFX	68377
ACFX	45623	ACFX	68110	ACFX	68378
ACFX	45624	ACFX	68111	ACFX	68379
ACFX	45625	ACFX	68112	ACFX	68380
ACFX	45626	ACFX	68113	ACFX	68381
ACFX	45627	ACFX	68114	ACFX	68382
ACFX	45756	ACFX	68115	ACFX	68383
ACFX	45757	ACFX	68116	ACFX	68384
ACFX	45758	ACFX	68117	ACFX	68385
ACFX	45759	ACFX	68118	ACFX	68386
ACFX	45760	ACFX	68119	ACFX	68387
ACFX	67157	ACFX	68120	ACFX	68388
ACFX	67159	ACFX	68339	ACFX	68389
ACFX	67169	ACFX	68340	ACFX	68390
ACFX	67175	ACFX	68341	ACFX	68391
ACFX	67185	ACFX	68342	ACFX	68392
ACFX	67186	ACFX	68343	ACFX	68393
ACFX	67211	ACFX	68344	ACFX	68394
ACFX	67223	ACFX	68345	ACFX	68395
ACFX	67226	ACFX	68346	ACFX	68396
ACFX	67227	ACFX	68347	ACFX	68397
ACFX	67231	ACFX	68348	ACFX	68398
ACFX	67233	ACFX	68349	ACFX	68399
ACFX	67242	ACFX	68350	ACFX	68400
ACFX	67247	ACFX	68351	ACFX	68401
ACFX	67251	ACFX	68352	ACFX	68402
ACFX	67269	ACFX	68353	ACFX	68403
ACFX	67282	ACFX	68354	ACFX	68404
ACFX	67306	ACFX	68355	ACFX	68405
ACFX	67315	ACFX	68356	ACFX	68406
ACFX	67349	ACFX	68357	ACFX	68407
ACFX	67385	ACFX	68358	ACFX	68408
ACFX	67390	ACFX	68359	ACFX	68409
ACFX	67393	ACFX	68360	ACFX	68410
ACFX	67398	ACFX	68361	ACFX	68411
ACFX	67419	ACFX	68362	ACFX	68412
ACFX	67424	ACFX	68363	ACFX	68413
ACFX	67426	ACFX	68364	ACFX	68414
ACFX	67444	ACFX	68365	ACFX	68415
ACFX	67450	ACFX	68366	ACFX	68416
ACFX	67454	ACFX	68367	ACFX	68417
ACFX	67464	ACFX	68368	ACFX	68418
ACFX	68101	ACFX	68369	ACFX	68419
ACFX	68102	ACFX	68370	ACFX	68421
ACFX	68103	ACFX	68371	ACFX	68422
ACFX	68104	ACFX	68372	ACFX	68423
ACFX	68105	ACFX	68373	ACFX	68424
ACFX	68106	ACFX	68374	ACFX	68425

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	68426	ACFX	94397	ACFX	94523
ACFX	68427	ACFX	94398	ACFX	94624
ACFX	68428	ACFX	94399	ACFX	94625
ACFX	68429	ACFX	94400	ACFX	94626
ACFX	68430	ACFX	94401	ACFX	94627
ACFX	68431	ACFX	94402		
ACFX	68432	ACFX	94403	405 Cars	
ACFX	68433	ACFX	94404		
ACFX	68434	ACFX	94405		
ACFX	68435	ACFX	94406		
ACFX	68436	ACFX	94407		
ACFX	68438	ACFX	94408		
ACFX	68502	ACFX	94409		
ACFX	68503	ACFX	94410		
ACFX	68504	ACFX	94411		
ACFX	68505	ACFX	94412		
ACFX	68506	ACFX	94413		
ACFX	68507	ACFX	94414		
ACFX	73108	ACFX	94415		
ACFX	73119	ACFX	94416		
ACFX	73357	ACFX	94417		
ACFX	73358	ACFX	94494		
ACFX	73359	ACFX	94495		
ACFX	73360	ACFX	94496		
ACFX	73361	ACFX	94497		
ACFX	73362	ACFX	94498		
ACFX	73363	ACFX	94499		
ACFX	73364	ACFX	94500		
ACFX	73365	ACFX	94501		
ACFX	73366	ACFX	94502		
ACFX	73367	ACFX	94503		
ACFX	73368	ACFX	94504		
ACFX	73369	ACFX	94505		
ACFX	73370	ACFX	94506		
ACFX	73371	ACFX	94507		
ACFX	73372	ACFX	94508		
ACFX	73373	ACFX	94509		
ACFX	73374	ACFX	94510		
ACFX	73375	ACFX	94511		
ACFX	73376	ACFX	94512		
ACFX	73377	ACFX	94513		
ACFX	73378	ACFX	94514		
ACFX	73379	ACFX	94515		
ACFX	73380	ACFX	94516		
ACFX	73381	ACFX	94517		
ACFX	73382	ACFX	94518		
ACFX	73383	ACFX	94519		
ACFX	94394	ACFX	94520		
ACFX	94395	ACFX	94521		
ACFX	94396	ACFX	94522		